

FORM B1 United States Bankruptcy Court Northern District of Illinois		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): Heartland Development Corporation	Name of Joint Debtor (Spouse) (Last, First, Middle):	
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):	
Last four digits of Soc. Sec./Complete EIN or other Tax I.D. No. (if more than one, state all): 36-3913235	Last four digits of Soc. Sec./Complete EIN or other Tax I.D. No. (if more than one, state all):	
Street Address of Debtor (No. & Street, City, and State): 53 W. Jackson Blvd. Suite 1150 Chicago, IL 60604	Street Address of Joint Debtor (No. & Street, City, and State):	
ZIPCODE 60604-0000	ZIPCODE	
County of Residence or of the Principal Place of Business: Cook	County of Residence or of the Principal Place of Business:	
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):	
ZIPCODE	ZIPCODE	
Location of Principal Assets of Business Debtor (if different from street address above):		
Type of Debtor (Form of Organization) (Check one box.)	Nature of Business (Check all applicable boxes.)	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)
<input type="checkbox"/> Individual (includes Joint Debtors) <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and provide the information requested below.) State type of entity: _____	<input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input type="checkbox"/> Nonprofit Organization qualified under 26 U.S.C. § 501(c)(3)	<input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <input type="checkbox"/> Chapter 13
Filing Fee (Check one box)		
<input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		
Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts owed to non-insiders or affiliates are less than \$2 million.		
Statistical/Administrative Information		THIS SPACE IS FOR COURT USE ONLY
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		
Estimated Number of Creditors	1-49 50-99 100-199 200-999 1,000-5,000 5,001-10,000 10,001-25,000 25,001-50,000 50,001-100,000 OVER 100,000	
Estimated Assets	\$0 to \$50,000 \$50,001 to \$100,000 \$100,001 to \$500,000 \$500,001 to \$1 million \$1,000,001 to \$10 million \$10,000,001 to \$50 million \$50,000,001 to \$100 million More than \$100 million	
Estimated Debts	\$0 to \$50,000 \$50,001 to \$100,000 \$100,001 to \$500,000 \$500,001 to \$1 million \$1,000,001 to \$10 million \$10,000,001 to \$50 million \$50,000,001 to \$100 million More than \$100 million	

(Official Form 1) (10/05)

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Heartland Development Corporation
Prior Bankruptcy Case Filed Within Last 8 Years (If more than one, attach additional sheet)		
Location Where Filed: - None -	Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)		
Name of Debtor: See Attached List	Case Number:	Date Filed:
District:	Relationship:	Judge:
Exhibit A		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.)
(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by § 342(b) of the Bankruptcy Code.
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		X _____ Signature of Attorney for Debtor(s) Date
Exhibit C		Certification Concerning Debt Counseling by Individual/Joint Debtor(s)
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?		<input type="checkbox"/> I/we have received approved budget and credit counseling during the 180-day period preceding the filing of this petition.
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.		<input type="checkbox"/> I/we request a waiver of the requirement to obtain budget and credit counseling prior to filing based on exigent circumstances. (Must attach certification describing.)
<input checked="" type="checkbox"/> No		
Information Regarding the Debtor (Check the Applicable Boxes)		
Venue (Check any applicable box)		
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.		
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.		
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.		
Statement by a Debtor Who Resides as a Tenant of Residential Property <i>Check all applicable boxes.</i>		
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)		
<u>(Name of landlord that obtained judgment)</u>		
<u>(Address of landlord)</u>		
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and		
<input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.		

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Heartland Development Corporation
Signatures		
Signature(s) of Debtor(s) (Individual/Joint) <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by § 342(b) of the Bankruptcy Code.</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>Telephone Number (If not represented by attorney) _____</p> <p>Date _____</p>		Signature of a Foreign Representative <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by § 1515 of title 11 are attached.</p> <p><input type="checkbox"/> Pursuant to § 1511 of title 11, United States Code, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ Signature of Foreign Representative</p> <p>Printed Name of Foreign Representative _____</p> <p>Date _____</p>
Signature of Attorney <p>X /s/ Steven B. Towbin Signature of Attorney for Debtor(s) Steven B. Towbin (#2848546) Printed Name of Attorney for Debtor(s) Shaw Gussis Fishman Glantz Wolfson & Towbin LLC Firm Name 321 N. Clark Street Suite 800 Chicago, IL 60610 Address 312-541-0151 Fax:312-980-3888 Telephone Number _____</p> <p>Date _____</p>		Signature of Non-Attorney Bankruptcy Petition Preparer <p>I declare under penalty of perjury that: 1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; 2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section.</p> <p>Official form 19B is attached.</p> <p>Printed Name and title, if any, of Bankruptcy Petition Preparer _____</p> <p>Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.) _____</p> <p>Address _____</p> <p>X _____</p> <p>Date _____</p> <p>Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above. _____</p> <p>Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual: _____</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person. _____</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>

LIST OF RELATED CASES

On April 28, 2006 each of the related debtors listed below filed for relief under chapter 11 of title 11 of the United States Code. Each case is pending in the Northern District of Illinois, Eastern Division.

DEBTOR
CMC Heartland Partners, a Delaware general partnership
CMC/Heartland Partners Holdings, Inc., a Delaware corporation
Heartland Partners, L.P., a Delaware limited partnership
HTI Interests, LLC, a Delaware limited liability company
Heartland Development Corporation, a Delaware Corporation

**United States Bankruptcy Court
Northern District of Illinois**

In re **Heartland Development Corporation**

Debtor(s)

Case No.
Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the President of CMC/Heartland Partners Holdings, Inc., a Delaware Corporation, general and managing partner of Heartland Partners, L.P., sole shareholder and director of Heartland Development Corporation, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: April 28, 2006

/s/ Lawrence Adelson

**Lawrence Adelson/
President, CMC/Heartland Partners Holdings, Inc., a
Delaware Corporation, general and managing
partner of Heartland Partners, L.P., sole shareholder
and director of Heartland Development Corporation**

**UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:)	Chapter 11
)	
CMC HEARTLAND PARTNERS)	Case No. 06-
CMC/HEARTLAND PARTNERS HOLDINGS, INC.)	Case No. 06-
HTI INTERESTS LLC)	Case No. 06-
HEARTLAND PARTNERS, L.P.)	Case No. 06-
HEARTLAND DEVELOPMENT CORPORATION)	Case No. 06-
)	
Debtors)	Hon.
)	

**CONSOLIDATED LIST OF CREDITORS
HOLDING 20 LARGEST UNSECURED CLAIMS**

CMC Heartland Partners, a Delaware general partnership, CMC/Heartland Partners Holdings, Inc., a Delaware corporation, Heartland Partners, L.P., a Delaware limited partnership, HTI Interests, LLC, a Delaware limited liability company, and Heartland Development Corporation, a Delaware Corporation (together the "Debtors"), each filed a petition in this Court on April 28, 2006 for relief under chapter 11 of title 11 of the United States Code. The following is a consolidated list of the Debtors' creditors holding the twenty (20) largest unsecured claims (the "Creditors List") based on the information available to the Debtors at this time. The Creditors List was prepared in accordance with Federal Rule of Bankruptcy Procedure 1007(d). The Creditors List does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101 or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency qualifies the creditor among the holders of the twenty (20) largest unsecured claims. The information in the Creditors List shall not constitute an admission by, nor is it binding on, the Debtors. The information herein, including the failure of the Debtors to list any claim as contingent, unliquidated or unknown, does not constitute a waiver of the Debtors' right to contest the validity, priority and/or amount of any claim.

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER (AND FAX NUMBER) AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM WHO MAY BE CONTACTED	(3) NATURE OF CLAIM (Trade Debt, Bank Loan, Government Contract, Etc.)	(4) INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED DISPUTED OR SUBJECT TO SETOFF	(5) AMOUNT OF CLAIM [If secured also state value of security]
Montana Dept of Environmental Quality Attn: Laura D. Vachowski 1100 N. Last Chance Gulch Helena, Mt 59620	Montana Dept of Environmental Quality Attn: Laura D. Vachowski 1100 N. Last Chance Gulch Helena, Mt 59620 Phone: 406-841-5019 Fax: 406-841-5050	Environmental Litigation	Contingent Unliquidated Disputed	\$10,000,000.00
Edwin Jacobson Diamond S Ranch 434 John Pettus Road Goliad TX 77963	Edwin Jacobson Diamond S Ranch 434 John Pettus Road Goliad, TX 77963 Phone: 361-269-7381 Fax: 361-269-3782	Contract Litigation	Contingent Unliquidated Disputed	\$12,000,000.00
Trinity Railcar Repair, Inc. c/o Catherin A. Laughner 139 North Last Chance Gulch Helena, MT 59601	Trinity Railcar Repair, Inc. c/o Catherin A. Laughner 139 North Last Chance Gulch Helena, MT 59601 Phone: 406-443-6820 Fax: 406-443-6883	Environmental Litigation	Contingent Unliquidated Disputed	\$10,000,000.00
US Borax Mike Stockman, General Counsel 26877 Tourney Road Valencia, CA 91355	US Borax Mike Stockman, General Counsel 26877 Tourney Road Valencia, CA 91355 Phone: 805-287-5413 Fax: 805-287-5566	Environmental Litigation	Contingent Unliquidated Disputed	\$6,000,000.00
General Motors Corporation WFG- ES Attn: Ed Peterson 2000 Centerpoint Parkway Pontiac, MI 48341-3147	General Motors Corporation WFG- ES Attn: Ed Peterson 2000 Centerpoint Parkway Pontiac, MI 48341-3147 Phone: 248-753-5849 Fax: 248-753-5829	Environmental Litigation	Contingent Unliquidated Disputed	\$328,000.00
METRA Attn: Elizabeth Flood 547 W. Jackson, 15th Floor Chicago, IL 60607	METRA Attn: Elizabeth Flood 547 W. Jackson, 15th Floor Chicago, IL 60607 Phone: 312-322-6696 Fax: 312-322-6698	Contract Dispute	Contingent Unliquidated Disputed	\$38,818.29
Washington County Treasurer Jane Gettleman 432 E. Washington Street West Bend, WI 53095	Washington County Treasurer Jane Gettleman 432 E. Washington Street West Bend, WI 53095 Phone: 262-335-4324 Fax: 262-335-4326	Property Taxes		\$20,524.44

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER (AND FAX NUMBER) AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM WHO MAY BE CONTACTED	(3) NATURE OF CLAIM (Trade Debt, Bank Loan, Government Contract, Etc.)	(4) INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED DISPUTED OR SUBJECT TO SETOFF	(5) AMOUNT OF CLAIM [If secured also state value of security]
City of Bozeman Tim Cooper, City Attorney 411 E. Main Street Bozeman MT 59771-0000	City of Bozeman Tim Cooper, City Attorney 411 E. Main Street Bozeman MT 59771-0000 Phone: 406-582-2313 Fax:	Environmental Admisitrative Proceeding	Contingent Unliquidated Disputed	\$1,040,000.00
Empire Building Materials, Inc. PO Box 220 Bozeman MT 59771-0220	Empire Building Materials, Inc. PO Box 220 Bozeman MT 59771-0220 Phone: 406-587-3191 Fax: 406-587-3144	Environmental Admisitrative Proceeding	Contingent Unliquidated Disputed	\$30,000.00
Harrington's Inc. 3125 W. Babcock Street Bozeman MT 59718-2651	Harrington's Inc. 3125 W. Babcock Street Bozeman MT 59718-2651 Phone: Fax:	Environmental Admisitrative Proceeding	Contingent Unliquidated Disputed	\$30,000.00
Simgraf Corporation PO Box 938 Bozeman MT 59771-0938	Simgraf Corporation PO Box 938 Bozeman MT 59771-0938 Phone: Fax:	Environmental Admisitrative Proceeding	Contingent Unliquidated Disputed	\$30,000.00
Story Distributing Co. PO Box 1201 Bozeman MT 59771-1201	Story Distributing Co. PO Box 1201 Bozeman MT 59771-1201 Phone: 406-587-0702 Fax: 406-587-7438	Environmental Admisitrative Proceeding	Contingent Unliquidated Disputed	\$30,000.00
Monroe County Treasurer 202 S. K. Street, Room 3 Sparta, WI 54656	Monroe County Treasurer 202 S. K. Street, Room 3 Sparta, WI 54656 Phone: 608-269-8710 Fax: 608-269-8958	Property Taxes		\$8,228.38
SBC Law Department 225 W. Randolph, Suite 27A Chicago, IL 60607	SBC Law Department 225 W. Randolph, Suite 27A Chicago, IL 60607 Phone: 1-800-244-4444 Fax:	Utility	Contingent Unliquidated Disputed	\$7,702.12
Corporation Service Company 2711 Centerville Road, Suite 400 Wilmington, DE 19808	Corporation Service Company 2711 Centerville Road Wilmington, DE 19808 Phone: 800-927-9800 Fax: 302-636-5454	Trade Debt		\$3,881.00

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER (AND FAX NUMBER) AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM WHO MAY BE CONTACTED	(3) NATURE OF CLAIM (Trade Debt, Bank Loan, Government Contract, Etc.)	(4) INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED DISPUTED OR SUBJECT TO SETOFF	(5) AMOUNT OF CLAIM [If secured also state value of security]
Mower County Treasurer Attn: Doug Grah 201 N. 1st Street Austin, MN 55912-3475	Mower County Treasurer Attn: Doug Grah 201 N. 1st Street Austin, MN 55912-3475 Phone: 507-437-9440 Fax: 507-437-9471	Property Taxes		\$3,404.80
People of Illinois Office of the Attorney General 100 W. Randolph Chicago, IL 60601	People of Illinois Office of the Attorney General 100 W. Randolph Chicago, IL 60601	Judgment	Contingent Unliquidated Disputed	\$3,018.75
US EPA, Region 5 Attn: Tom Krueger 77 W. Jackson Blvd. Chicago IL 60604-0000	US EPA, Region 5 Attn: Tom Krueger 77 W. Jackson Blvd. Chicago IL 60604-0000 Phone: 312-886-0562 Fax: 312-886-0747	Environmental Claim	Contingent Unliquidated Disputed	\$6,000,000.00
Canadian Pacific Railway William Tuttle, General Counsel 501 Marquette Avenue South Minneapolis MN 55402-0000	Canadian Pacific Railway William Tuttle, General Counsel 501 Marquette Avenue South Minneapolis MN 55402-0000 Phone: 800-716-9132 Fax:	Contract Claim	Contingent Unliquidated Disputed	Unknown
Hennepin County/Marilyn Maloney A2000 Hennepin County Govt Center 300 S. Sixth Street Minneapolis MN 55457-0000	Hennepin County/Marilyn Maloney A2000 Hennepin County Govt Center 300 S. Sixth Street Minneapolis MN 55457-0000 Phone: 612-348-5550 Fax: 612-348-9712	Environmental Claim	Contingent Unliquidated Disputed	Unknown

I Lawrence Adelson, on behalf of each of the Debtors, pursuant to 28 U.S.C. § 1746, declare under penalty of perjury that I have read the foregoing list and that it is true and correct as of the date listed, to the best of my information and belief.

Dated: April 28, 2006

Signature: Lawrence Adelson
Lawrence Adelson, Authorized Representative